

**WRITTEN CONSENT OF MEMBER OF BOARD OF DIRECTORS
FOR GOODRICH QUALITY THEATERS, INC.**

The undersigned, (the “Director”) of Goodrich Quality Theaters, Inc. a Michigan Corporation, (the “Corporation”), hereby waive all notice of time, place or purpose of a meeting and consent to, approve and adopt the following resolution:

WHEREAS, the Director, Robert E. Goodrich, has considered the financial and operational aspects of the Corporation, including but not limited to the amounts owed to its secured lenders;

NOW THEREFORE, BE IT RESOLVED THAT the Corporation’s Director, Robert E. Goodrich, is hereby authorized to act on the Corporation’s behalf and commence Bankruptcy Proceedings under Title 11, Chapter 11 of the United States Code.

BE IT FURTHER RESOLVED THAT, in the judgment of the Director it is desirable and in the best interest of the Corporation, its creditors, Shareholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of Title 11, Chapter 11 of the United States Code in the Western District of Michigan;

BE IT FURTHER RESOLVED THAT Robert E. Goodrich is hereby authorized and directed to employ the law firm of Keller & Almassian PLC, as general bankruptcy counsel to the Corporation. The Director is authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and file an appropriate application for authority to retain the services of Keller & Almassian, PLC and other professionals as may be necessary to execute and confirm a Chapter 11 Plan, including but not limited to, an accounting firm, investment bankers, restructuring officers, special counsel and potentially valuation advisors.

BE IT FURTHER RESOLVED THAT Robert E. Goodrich may and is authorized and directed to negotiate with the Creditors as may be necessary to effectuate Use of Cash Collateral

and acknowledge, deliver and/or file any and all instruments, documents or pleadings as may be necessary and advisable before and throughout the Chapter 11 Bankruptcy Proceeding.

BE IT FURTHER RESOLVED THAT all of the acts and transactions relating to matters contemplated by the foregoing resolutions of the Director in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions, are hereby in all respects confirmed, approved and ratified.

IN WITNESS WHEREOF, undersigned has executed this unanimous written consent as of March 2, 2020.

Goodrich Quality Theaters, Inc.

/s/ Robert E. Goodrich

Robert E. Goodrich- Director